

CO-OPERATIVE FEDERATION OF VICTORIA LTD

MINUTES OF BOARD MEETING

held at Victorian Producers' Co-operative Co., Brooklyn, on

THURSDAY 15 FEBRUARY 1996

1/96 PRESENT:

J. Gill Chairman
K. Chester
D. Griffiths
B. Harford
V. Hughes
D. McMullan
V. Ogier
I. Rissstrom
A. Gill Secretary

2/96 APOLOGIES:

No apologies were received.

The Secretary reported that director Miriam Carlson has moved interstate and is unlikely to attend further Board meetings, and that Ms. Carlson has not tendered an apology for non attendance at the last 4 Board meetings, including the current meeting. The Secretary advised that the Co-operation Act provides for the office of a director to become vacant if a director absents themselves from three consecutive ordinary meetings of the Board without its leave. The Secretary recommended that Ms Carlson's office be declared vacant pursuant to section 105(1)(d) of the Act.

Resolved

"That Ms. Miriam Carlson's office be declared vacant pursuant to section 105(1)(d) of the Co-operation Act, and for the Secretary to make enquires for a replacement."

3/96 MINUTES PREVIOUS MEETING:

Resolved

"The minutes of the Board meeting held on 14 December, 1995 be confirmed as a true and correct record of that meeting and be duly signed by the Chairman."

4/96 BUSINESS ARISING FROM MINUTES:

Co-operative Research Project

Two Issue Papers titled *Opportunities for Co-operatives in Electricity Industry Restructuring* and *Opportunities for Co-operatives in Local Government Restructuring* were previously distributed to directors. Project Co-ordinator, Vern Hughes, gave a report on the project and tabled a series of recommendations for consideration by the Board.

Resolved

- "1. *The Board endorses Issues Papers 1 and 2 for distribution as part of its Co-operative Opportunities Project, subject to input by individual directors and the secretary by 22 February with final endorsement by the Chairman.*
2. *200 copies of the Issues Papers are to be printed and distributed as follows:*
 - Member co-ops, interstate Federations, and co-op agencies*
 - Selected non-member co-ops and community organisations*
 - Selected MPs and political organisations*
 - Economic think-tanks and selected government agencies*
 - Selected journalists and publications*
 - Selected individuals.*
3. *The Issues Papers will be used as the guiding framework for the Federation (through its Co-operative Opportunities Project) to try to enter the public debate about economic restructuring and economic and social alternatives. The Project will attempt to have articles and Letters to the Editor published, and media comments made through press release. The substance of public comment will be confined to that outlined in the Issues Papers and will be made in the same open, non partisan spirit.*
4. *Vern Hughes, as Project Co-ordinator, is authorised to make public comments on the Project and the content of the Issues Papers on behalf of the Project. Comments may not be made on matters outside the Issues Papers frameworks without authorisation from the Chairman and Secretary of the Federation. The Secretary is to be kept informed on the Project or on the Issues Papers as often as practicable.*
5. *The Co-operative Opportunities Project will hold a seminar on the subject of Issues Papers 1, 2, 3 and 4 in the middle or latter part of 1996 (either to coincide with the Federations AGM or separately later in the year).*
6. *That a workshop be organised for community groups and others to inform them of the co-operative option within the electricity industry before the end of March, and for up to \$200 be allocated toward the cost of the workshop."*

Income tax

The Chairman reported that Prowse Perrin & Twomey were successful in their submission to the Australian Taxation Office regarding the non profit status of the Federation, and that revised income tax returns for the previous two years will be submitted to the tax office.

Strategy Working Party

The Secretary advised that the working party has not yet met.

Pre-incorporation proposal

The Secretary reported that he had conveyed the Board's resolutions (86/95) to the Office of Fair Trading, and that the Minister for Fair Trading has decided to keep the pre-incorporation functions within her Department.

Co-operatives brochure

The Secretary tabled the finished brochure at the meeting.

Community co-operatives seminar

The Secretary submitted a revised program for the seminar focusing on likely changes to co-operatives legislation. The Directors considered the revised program to be premature as the legislation was not yet public.

The Secretary reported that the seminar is to be held on 28 March and that the Community Enterprise Network has suggested the seminar could be conducted without the Asia Pacific Co-operative Training Centre and that it could be held either on a Saturday or in the evening.

Resolved

"That the seminar be conducted with the original program without the involvement of the Asia Pacific Co-operative Training Centre, and for the Secretary to seek responses to holding a further seminar at other times."

Co-operatives Council of Australia

The Secretary reported that the next council meeting is to be held in Caulfield on 28 February. The venue and catering were organised from Western Australia. The Secretary advised that the director's of the Federation could attend the meeting.

5/96 CORRESPONDENCE:

Incoming and outgoing correspondence was tabled.

The Secretary advised that representations to Minister for Roads and Ports on the registration of co-operative motor vehicles was successful. The member concerned has advised that Vic Roads has apologised and reverted back to its previous policy.

Resolved

"That incoming and outgoing correspondence be approved."

6/96 MEMBERSHIP:

Applicants for membership

The Secretary advised that no applications for membership have been received since the last Board meeting.

Member delegates***Resolved***

"That Ms. A. Patullo be accepted as delegate representing the Essendon Rental Housing Co-operative Ltd."

7/96 FINANCIAL REPORT:**Profit and loss statement etc**

The year to date, January profit & loss statement & balance sheet, bank balance at 31 January, 1996 and term deposit details were received.

Resolved

"That the financial accounts be adopted."

Photocopier proposal

The Secretary tabled a proposal outlining current usage and quotations for a suitable photocopier. After consideration, the Directors asked the Secretary to submit another proposal to the next meeting.

Member Subscriptions

The Secretary reported that further amounts have been received for 1995/96 subscriptions.

Accounts payable

The Secretary tabled a list of accounts for December/January for payment.

Resolved

"That the accounts as presented be approved for payment."

Telephone Savings Scheme

The Secretary tabled a proposal recommending the Federation join ALD Communication's Telephone Savings Scheme.

Resolved

"That the Secretary's recommendation be adopted."

IOOF Term deposits

The Secretary advised that after seeking the approval of the Chairman, he rolled over IOOF term deposit 209747 (\$15,957.79) and Commonwealth Bank term deposit 3674 5001 7038 (\$5,019.28) for a further 45 days and one month respectively.

Resolved

"The Board endorses the Secretary's action of rolling over IOOF and CBA term deposits."

8/96 STATE GOVERNMENT REPORT:**Co-operatives legislation**

The Secretary reported that the drafting instructions for a new co-operatives act have been completed and that State Cabinet approved in late January the preparation of a draft bill. The Secretary followed up the Office of Fair Trading about the Federation viewing the bill before it is introduced into state parliament and advised that an "exposure" draft will be released for public comment before it is submitted to the parliament.

9/96 SECRETARY'S REPORT:**Tasks performed December/January**

A report on tasks performed by the Secretary during December and January was tabled.

Co-operative curriculum in schools

The Secretary reported that he was seeking university and college 1996 course details. Directors gave the secretary a few ideas to follow up.

10/96 GENERAL BUSINESS:**Membership of the MAV Co-operative Purchasing Scheme Ltd**

Director Valerie Ogier gave a report on the attempts by the Municipal Association of Victoria to orchestrate a takeover or merger of the Co-operative. Ms. Ogier advised of her impending removal as a director and chairman of the Board of the Co-operative by the member she represents, who purports to support such a takeover or merger, by replacing her with another representative.

Ms Ogier asked the Board to assist the Co-operative resolve the issue by the Federation joining the Co-operative and to nominate herself as the Federation's representative.

Some directors had reservations about becoming involved in the internal affairs of members, while another director expressed concern about possible political implications arising from the Federation's intervention.

Resolved

"The Board approves the Federation becoming a member of the Municipal Association of Victoria Co-operative Purchasing Scheme Ltd by purchasing 5 x \$2.00 shares, and to nominate Valerie Ogier as the Federation's representative to the Co-operative until the Co-operative's next AGM.

"For the Chairman to contact the directors of the Co-operative to convey the Board's view that it expects the issues of board structure and representation are best resolved by the members of the Co-operative at a special general meeting, and for the issues to be resolved sooner than later."

11/96 NEXT MEETING:***Resolved***

"That the next ordinary Board meeting be held at VPC Wool Store, Brooklyn on Thursday 18 April, 1996 commencing at 10.30 am."

12/96 CLOSE:

The meeting closed at 1.30 pm.

Signed  Date: 18/4/1996
(Chairman)

CO-OPERATIVE FEDERATION OF VICTORIA LTD

BOARD MEETING - 15 FEBRUARY, 1996

APPENDIX

ACCOUNTS APPROVED FOR DECEMBER 1995 - JANUARY 1996

The following accounts were approved at the Board meeting of 15 February:

| <u>PAYEE</u> | <u>PURPOSE</u> | <u>AMOUNT</u> |
|--------------|----------------|---------------|
|--------------|----------------|---------------|

December 1995

| | | |
|----------------------|-----------------------------|--------------------------|
| Anthony Gill | Corp Services, December '95 | 1520.00 |
| Daylesford Newsagent | Stationary | 39.60 |
| Daylesford Video | Fax | 48.10 |
| | Photocopy | 158.95 |
| | | 207.05 |
| Petty Cash | Postage | 52.15 |
| | Travel | 35.40 |
| | Library | 5.00 |
| | | 92.55 |
| Plunkett Foundation | Book purchases | 266.19 |
| | Fee for bank draft | 10.00 |
| | | 276.19 |
| | TOTAL | <u>\$2,135.39</u> |

January 1996

| | | |
|----------------------|------------------------------|--------------------------|
| Anthony Gill | Corp Services, January '96 | 1520.00 |
| | Printing (Vic Co-op News) | 106.75 |
| | | 1626.75 |
| Anthony Gill | Fee - legislation | 1080.00 |
| | Expenses | 270.90 |
| | | 1350.90 |
| Daylesford Newsagent | Stationery | 26.00 |
| Daylesford Video | Fax | 64.75 |
| | Photocopy | 15.20 |
| | | 79.95 |
| Petty Cash | Postage | 99.75 |
| Plunkett Foundation | Book purchases | 314.76 |
| | Fee for bank draft | 10.00 |
| | | 324.76 |
| Telstra | Telephone 10/10/95 to 9/1/96 | 336.40 |
| | TOTAL | <u>\$3,844.51</u> |

A. Gill
Secretary